

## JAYWING PLC

### TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

#### 1. CONSTITUTION

The Remuneration committee (**Committee**) was constituted as a committee of the board of directors (board) of Jaywing PLC (**Company**) at a full meeting of the board held on 30<sup>th</sup> March 2021 in accordance with the articles of association of the Company.

#### 2. DUTIES AND AUTHORITIES

The overarching objectives of the Committee are to:

- develop remuneration packages which motivate the executive team and support the delivery of business objectives in the short, medium, and long-term.
- align the interests of the executive team with the interests of shareholders.
- encourage the executive team to operate within the risk parameters set by the board; and
- ensure that the company can recruit and retain high-quality executives through packages which are fair and attractive, but not excessive.

2.1 The Committee shall determine and agree with the Board the framework or broad policy for the remuneration of the Company's Chairman and the executive directors, including pension rights and compensation payments, giving full consideration to the matters set out in the QCA code and associated guidance. The remuneration of non-executive directors shall be a matter for the Board or the shareholders. No director or senior executive shall be involved in any decisions as to their own remuneration. The Committee shall recommend and monitor the level and structure of remuneration for senior executives.

2.2 The objective of such policy shall be to attract, retain and motivate the executive management of the Company. A proportion of remuneration should be structured so as to link rewards to corporate and individual performance and be designed to promote the long-term success of the Company.

2.3 The Committee shall review the ongoing appropriateness and relevance of the remuneration policy.

2.4 The Committee shall approve the design of, and determine targets for, any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes.

2.5 The Committee shall review the Company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

- 2.6 The Committee shall determine the policy for, and scope of, pension arrangements for each executive director and other senior executives.
- 2.7 Within the terms of the agreed policy and in consultation with the Company Chairman and/or Chief Executive as appropriate, the Committee shall determine the total individual remuneration package of the Company Chairman, each executive director, the Company Secretary, and other senior executives including bonuses and other incentive arrangements.
- 2.8 The Committee shall oversee any major changes in employee benefits structures throughout the Company; and agree the policy for authorising claims for expenses from the Directors.
- 2.9 The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing, and setting the terms of reference for any remuneration consultants who advise the Committee.
- 2.10 The Committee shall consider any such other matters as may be requested by the Board.
- 2.11 The chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

### **3. MEMBERSHIP**

- 3.1 The Committee members shall be appointed by the Board from amongst the non-executive directors of the Company. The Board views all non-executive directors as independent for the purposes of the Committee. The Company Chairman may be a member of the Committee but may not chair the Committee.
- 3.2 The Committee shall comprise at least three members.
- 3.3 Each member shall hold office as a Committee member for a period of up to three years, which may be extended by no more than two additional three-year periods, so long as the member continues to be a non-executive director.
- 3.4 The chairman of the Committee shall be appointed by the Board from among the members of the Committee and is Philip Hanson at the date of approval of these terms of reference. In the absence of the Chairman of the Committee (and/or an appointed alternate member), the members present at any meeting of the Committee should elect one of their number to chair the meeting.
- 3.5 The Company Secretary or their nominee shall be the secretary of the Committee and will ensure that Committee members receive information and papers in a timely manner to ensure full and proper consideration be given to the issues.
- 3.6 If any member of the Committee is unable to act for any reason, the chairman of the Committee may appoint another non-executive director of the Company, to act as that member's alternate.
- 3.7 The members of the Committee can be varied at any time by a majority resolution of existing members of the Committee as long as any additional member is a non-executive director. Each member of the Committee shall disclose to the Committee:

- (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or
  - (b) any potential conflict of interest arising from a cross-directorship.
- 3.8 Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions.

#### **4. ATTENDANCE AT MEETINGS**

- 4.1 The Committee will meet at least once a year and may meet at other times during the year as required.
- 4.2 No one other than the Committee Chairman and members of the remuneration committee are entitled to be present at a meeting of the Committee. The Committee Chairman may invite other Directors, Senior Executives, and external advisers to attend all or any part of a meeting as and when appropriate and necessary.
- 4.3 The Chairman of the Company (if not a member of the committee) and/or Chief Executive shall be invited by the Committee to attend meetings to discuss the performance of the other executive directors and to make proposals, as necessary.
- 4.4 The Committee may consult the other directors and members of senior management in its evaluation of the Chief Executive. No director shall be present when his or her own remuneration is being discussed or have any influence in any decision as to his or her own remuneration.

#### **5. MEETINGS**

- 5.1 Meetings of the Committee may be summoned by the Committee Secretary at the request of either the Company Chairman or the Committee Chairman.
- 5.2 The quorum for meetings of the remuneration committee shall be two members present throughout the meeting in person or by telephone or video call. Approval for remuneration of Senior Executives can be made via email provided there is no dissent, and the approval is appropriately minuted.
- 5.3 Notice of each meeting confirming the venue, date, and time together with an agenda of items to be discussed and supporting papers where appropriate shall be forwarded to each member of the remuneration committee and to each other person invited to attend, not less than three working days prior to the date of the meeting. All reasonable efforts shall be made to give notice of meetings of the remuneration committee to all members of it and to arrange such meetings so that members are able to attend them.
- 5.4 In the event of equality of votes, the chairman of the Committee shall have a casting vote.
- 5.5 The secretary of the Committee shall prepare minutes of any meeting of the remuneration committee and, after approval and signature by the chairman of the remuneration committee, shall submit them to all members of the board and any invited attendees, if applicable.

- 5.6 The chairman of the Committee shall be available to answer questions about the committee's activities at the Annual General Meeting of the Company.
- 5.7 The chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

## **6. OTHER**

- 6.1 The Committee shall, at least once a year, review its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 6.2 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary and others for assistance as required.
- 6.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 6.4 The Committee shall, through the Chairman of the Board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.